

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each n is independently 1 or 2;

Each m is independently 0, 1, 2, 3, or 4;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; haloalkyl; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=N R^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; haloalkyl; $COOR^5$; $C(O)R^5$;

$C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; haloalkyl; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each haloalkyl is independently a C1-C10 alkyl substituted with one or more halogen atoms, selected from F, Cl, Br, or I, including perhaloalkyl;

Each aryl is independently a 6-carbon monocyclic, 10-carbon bicyclic or 14-carbon tricyclic aromatic ring system optionally substituted with 1-3 independent C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; R^9 ; halo; haloalkyl; OR^{10} ; SR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $C(O)C(O)R^{10}$; $C(O)NR^{10}R^{10}$; $N(R^{10})C(O)NR^{10}R^{10}$; $N(R^{10})C(O)R^{10}$; $N(R^{10})S(O)_nR^{10}$; $N(R^{10})(COOR^{10})$; $NR^{10}C(O)C(O)R^{10}$; $NR^{10}C(O)R^9$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^9$; $NR^{12}C(O)C(O)NR^{12}R^{12}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; $OC(O)R^{10}$; C1-C10 alkyl substituted with 1-3 independent R^9 , halo, CF_3 , OR^{10} , SR^{10} , $OC(O)R^{10}$, $NR^{11}R^{11}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; R^{10} ; or C2-C10 alkenyl substituted with 1-3 independent R^9 , halo, CF_3 , OR^{10} , SR^{10} , $OC(O)R^{10}$, $NR^{11}R^{11}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$;

Each heterocyclyl is independently a 3-8 membered nonaromatic monocyclic, 8-12 membered nonaromatic bicyclic, or 11-14 membered nonaromatic tricyclic, ring system having 1-4 heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S;

Each heteroaryl is independently a 5-8 membered aromatic monocyclic, 8-12 membered aromatic bicyclic, or 11-14 membered aromatic tricyclic ring system having 1-4

heteroatoms if monocyclic, 1-8 heteroatoms if bicyclic, or 1-10 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S;

provided R^1 and R^2 are not both 1-alkylpyridinium, both 4-pyridyl or both morpholino;

further provided R^1 is not NH_2 ;

further provided R^1 and R^2 are not both hydroxy, methoxy, ethoxy or phenoxy;

further provided R^1 is not phenoxy, acetylamino, or methylamino when R^2 is morpholino;

further provided R^1 is not methoxy or hydroxy when R^2 is 4-chlorophenylamino;

further provided R^1 is not phenoxy, methoxy or ethoxy when R^2 is 4-aminophenylsulfonylamino;

further provided R^1 is not phenoxy when R^2 is 4-methylthiophenylamino or sulfanilamido;

and

further provided R^1 is not hydroxy when R^2 is hexylamino, phenylamino, 3-

methylphenylamino, 2-ethoxyphenylamino, 4-methylthiophenylamino, 2-

ethylsulfinylphenylamino, 3-propylsulfonylphenylamino, 4-acetylphenylamino, 4-

sulfamylphenylamino, 3-nitrophenylamino, 4-cyanophenylamino, 4-carboxyphenylamino, 4-

(acetylamino)phenylamino, 4-biphenylamino, 1-naphthylamino, 4-pyridylamino, 2-

thiazolylamino, 4-quinolylamino, and 2-pyrimidinylamino.

2. The compound of claim 1 wherein,

R^1 is independently R^3 ;

R^2 is independently NHR^3 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^2 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted

with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰.

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

3. The compound of claim 1 wherein,

R^1 is independently heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

R^2 is independently NHR^3 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN, $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

a' Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$;

$C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

4. The compound of claim 1 wherein,

R^1 is independently phenyl optionally substituted with 1-5 independent R^4 ;

R^2 is independently NHR^3 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$.

a¹ Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰, NR¹⁰S(O)_nNR¹⁰R¹⁰, NR¹⁰S(O)_nR¹⁰, or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl;

Each R⁹ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

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C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

5. The compound of claim 1 wherein,

Each R¹ and R² is independently NHR³;

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸;

a' $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^8$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^6$; $\text{OC}(\text{O})\text{NR}^5\text{R}^5$; $\text{OS}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{OR}^5$; $\text{P}(\text{O})(\text{OR}^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $\text{C}(\text{O})\text{R}^5$, COOR^5 , $\text{C}(\text{O})\text{NR}^5\text{R}^5$, $\text{C}(=\text{NR}^5)\text{NR}^5\text{R}^5$, or $\text{S}(\text{O})_n\text{R}^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $\text{OC}(\text{O})\text{R}^{10}$, $\text{NR}^{10}\text{R}^{10}$, $\text{NR}^{10}\text{R}^{11}$, $\text{NR}^{11}\text{R}^{11}$, COOR^{10} , NO_2 , CN , $\text{C}(\text{O})\text{R}^{10}$, $\text{OC}(\text{O})\text{NR}^{10}\text{R}^{10}$, $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$, $\text{N}(\text{R}^{10})\text{C}(\text{O})\text{R}^{10}$, $\text{N}(\text{R}^{10})(\text{COOR}^{10})$, $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$, $\text{NR}^{10}\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$, $\text{NR}^{10}\text{S}(\text{O})_n\text{R}^{10}$; or $\text{P}(\text{O})(\text{OR}^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $\text{OC}(\text{O})\text{R}^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; COOR^5 ; NO_2 ; CN ; $\text{C}(\text{O})\text{R}^5$; $\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{S}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{R}^9$; $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $\text{NR}^{10}\text{R}^{10}$; $\text{NR}^{10}\text{R}^{11}$; $\text{NR}^{11}\text{R}^{11}$; COOR^{10} ; NO_2 ; CN ; $\text{C}(\text{O})\text{R}^{10}$; $\text{S}(\text{O})_n\text{R}^{10}$; $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$; or $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-

a' 3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

6. The compound of claim 1 wherein,

R^1 is independently NHR^5 ;

R^2 is independently NHR^5 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{10} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{10} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$;

$C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

provided R^1 is not NH_2 .

7. The compound of claim 1 wherein,

R^1 is independently NHR^6 ;

R^2 is independently NHR^3 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

a' Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

a' C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

8. The compound of claim 1 wherein,

R¹ is independently OR⁵;

R² is independently NHR³;

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵;

$S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN, $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN, $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN, $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN, $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 , halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 , and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 , halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$;

OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸, or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; provided R¹ is not methoxy or hydroxy when R² is 4-chlorophenylamino; further provided R¹ is not phenoxy, methoxy or ethoxy when R² is 4-aminophenylsulfonylamino; and further provided R¹ is not phenoxy when R² is 4-methylthiophenylamino or sulfanilamide.

9. The compound of claim 1 wherein,

R¹ is independently SR⁵;

R² is independently NHR³;

Each R³ is independently aryl; phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or

S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

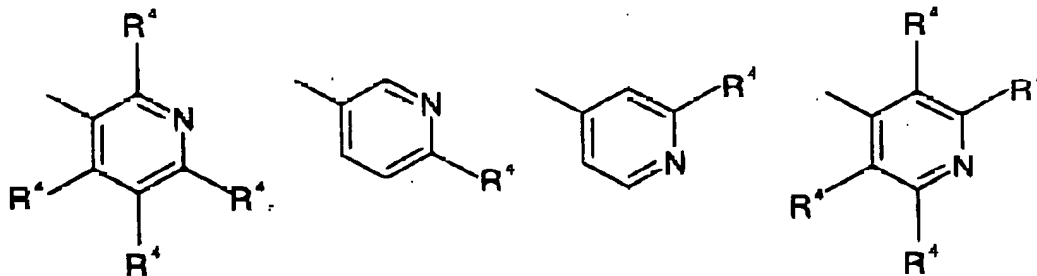
Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

10. The compound of claim 1 wherein:

R^2 is independently NHR^3 ;

R^1 is one of the following groups:



Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

a' Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN, $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ;

OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

a' Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR³; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵;

a'

$\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{R}^5$; $\text{NR}^5(\text{COOR}^5)$; $\text{NR}^5\text{C}(\text{O})\text{R}^8$; $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^8$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^6$; $\text{OC}(\text{O})\text{NR}^5\text{R}^5$; $\text{OS}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{OR}^5$; $\text{P}(\text{O})(\text{OR}^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

11. The compound of claim 1 wherein,

R^1 is independently heterocyclyl optionally substituted with 1-4 independent R^4 on each ring, wherein said heterocyclyl is not unsubstituted piperidine;

R^2 is independently NHR^3 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $\text{OC}(\text{O})\text{R}^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^6 ; COOR^5 ; NO_2 ; CN ; $\text{C}(\text{O})\text{R}^5$; $\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$; $\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{S}(\text{O})_n\text{R}^5$; $\text{S}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{R}^5$; $\text{NR}^5(\text{COOR}^5)$; $\text{NR}^5\text{C}(\text{O})\text{R}^8$; $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^8$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{C}(\text{O})\text{NR}^5\text{R}^6$; $\text{OC}(\text{O})\text{NR}^5\text{R}^5$; $\text{OS}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{OR}^5$; $\text{P}(\text{O})(\text{OR}^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $\text{C}(\text{O})\text{R}^5$, COOR^5 , $\text{C}(\text{O})\text{NR}^5\text{R}^5$, $\text{C}(=\text{NR}^5)\text{NR}^5\text{R}^5$, or $\text{S}(\text{O})_n\text{R}^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $\text{OC}(\text{O})\text{R}^{10}$, $\text{NR}^{10}\text{R}^{10}$, $\text{NR}^{10}\text{R}^{11}$, $\text{NR}^{11}\text{R}^{11}$, COOR^{10} , NO_2 , CN , $\text{C}(\text{O})\text{R}^{10}$, $\text{OC}(\text{O})\text{NR}^{10}\text{R}^{10}$, $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$, $\text{N}(\text{R}^{10})\text{C}(\text{O})\text{R}^{10}$, $\text{N}(\text{R}^{10})$ (COOR^{10}), $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$; $\text{NR}^{10}\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$; $\text{NR}^{10}\text{S}(\text{O})_n\text{R}^{10}$; or $\text{P}(\text{O})(\text{OR}^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be

Q' substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} ,

SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

12. The compound of claim 1 wherein,

Each R^1 is independently heteroaryl substituted with 1-4 independent R^4 on each ring, wherein said heteroaryl comprises at least one nitrogen heteroatom and said heteroaryl is attached at said nitrogen heteroatom;

Each R^2 is independently NHR^3 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

a' Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN, $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur, oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN, $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3

independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

13. The compound of claim 1 wherein,

Each R^1 is independently heterocyclyl substituted with 1-4 independent R^4 on each ring, wherein said heterocyclyl is not unsubstituted piperidine, and said heterocyclyl comprises at least one nitrogen heteroatom and said heterocyclyl is attached at said nitrogen heteroatom;

Each R^2 is independently NHR^3 ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$;

$\text{NR}^5\text{C}(\text{O})\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C}(\text{O})\text{R}^9$; $\text{NR}^5\text{S}(\text{O})_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S}(\text{O})_n\text{R}^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $\text{NR}^{10}\text{R}^{10}$; $\text{NR}^{10}\text{R}^{11}$; $\text{NR}^{11}\text{R}^{11}$; COOR^{10} ; NO_2 ; CN; $\text{C}(\text{O})\text{R}^{10}$; $\text{S}(\text{O})_n\text{R}^{10}$; $\text{S}(\text{O})_n\text{NR}^{10}\text{R}^{10}$; or $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $\text{NR}^{12}\text{R}^{12}$, COOR^{12} , NO_2 , CN, $\text{C}(\text{O})\text{R}^{12}$, $\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$, $\text{NR}^{12}\text{C}(\text{O})\text{R}^{12}$, $\text{N}(\text{R}^{12})(\text{COOR}^{12})$, $\text{S}(\text{O})_n\text{NR}^{12}\text{R}^{12}$, or $\text{OC}(\text{O})\text{R}^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $\text{NR}^{12}\text{R}^{12}$, COOR^{12} , NO_2 , CN, $\text{C}(\text{O})\text{R}^{12}$, $\text{C}(\text{O})\text{NR}^{12}\text{R}^{12}$, $\text{NR}^{12}\text{C}(\text{O})\text{R}^{12}$, $\text{N}(\text{R}^{12})(\text{COOR}^{12})$, $\text{S}(\text{O})_n\text{NR}^{12}\text{R}^{12}$, or $\text{OC}(\text{O})\text{R}^{12}$;

Each R^{11} is independently $\text{C}(\text{O})\text{R}^{10}$, COOR^{10} , $\text{C}(\text{O})\text{NR}^{10}\text{R}^{10}$ or $\text{S}(\text{O})_n\text{R}^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $\text{NR}^{13}\text{R}^{13}$, COOR^{13} , NO_2 , CN, $\text{C}(\text{O})\text{R}^{13}$, $\text{C}(\text{O})\text{NR}^{13}\text{R}^{13}$, $\text{NR}^{13}\text{C}(\text{O})\text{R}^{13}$, or $\text{OC}(\text{O})\text{R}^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $\text{NR}^{13}\text{R}^{13}$, COOR^{13} , NO_2 , CN, $\text{C}(\text{O})\text{R}^{13}$, $\text{C}(\text{O})\text{NR}^{13}\text{R}^{13}$, $\text{NR}^{13}\text{C}(\text{O})\text{R}^{13}$, or $\text{OC}(\text{O})\text{R}^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $\text{NR}^{14}\text{R}^{14}$, COOR^{14} , NO_2 , CN; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $\text{NR}^{14}\text{R}^{14}$, COOR^{14} , NO_2 , CN;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

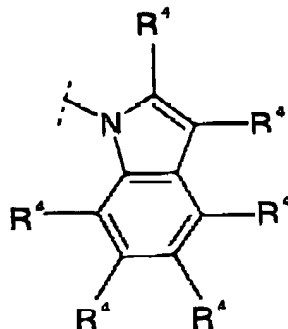
Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

14. The compound of claim 1 wherein,

Each R^2 is independently NHR^3 ;

Each R^1 is independently of the formula:



Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$.

$OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10

cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

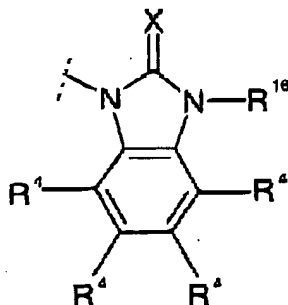
Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^8 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^8$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

15. The compound of claim 1 wherein,

Each R^2 is independently NHR^3 ;

Each R^1 is independently of the formula:



Each X is independently O or S ;

Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

Each R^4 is independently selected from H , C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H ; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

a' Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

a¹
 C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

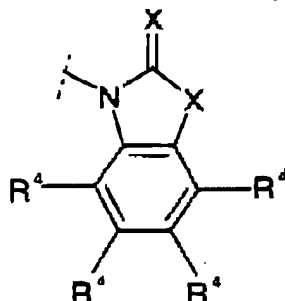
Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

16. The compound of claim 1 wherein.

Each R² is independently NHR³;

Each R¹ is independently of the formula:



Each X is independently O or S;

Each R³ is independently aryl: phenyl optionally substituted with 1-5 independent R⁴ on each ring; or heteroaryl optionally substituted with 1-4 independent R⁴ on each ring;

Each R⁴ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁵R¹⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R⁵ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R⁷ or R⁹ groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁹;

Each R⁶ is independently C(O)R⁵, COOR⁵, C(O)NR⁵R⁵, C(=NR⁵)NR⁵R⁵, or S(O)_nR⁵;

Each R⁷ is independently halo, CF₃, SR¹⁰, OR¹⁰, OC(O)R¹⁰, NR¹⁰R¹⁰, NR¹⁰R¹¹, NR¹¹R¹¹, COOR¹⁰, NO₂, CN, C(O)R¹⁰, OC(O)NR¹⁰R¹⁰, C(O)NR¹⁰R¹⁰, N(R¹⁰)C(O)R¹⁰, N(R¹⁰)(COOR¹⁰), S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nNR¹⁰R¹⁰; NR¹⁰S(O)_nR¹⁰; or P(O)(OR⁵)₂;

Each R⁸ is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN , $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} ;

SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN ;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

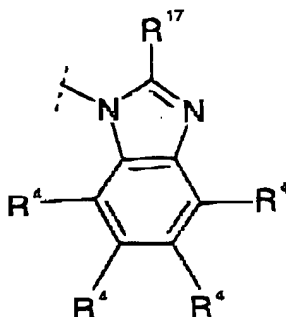
Each R^{16} is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

17. The compound of claim 1 wherein,

Each R^2 is independently NHR^3 ;

Each R^1 is independently of the formula:



Each R^3 is independently aryl; phenyl optionally substituted with 1-5 independent R^4 on each ring; or heteroaryl optionally substituted with 1-4 independent R^4 on each ring;

a' Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN, $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nNR^{10}R^{10}$; $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ;

OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰.

Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰.

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

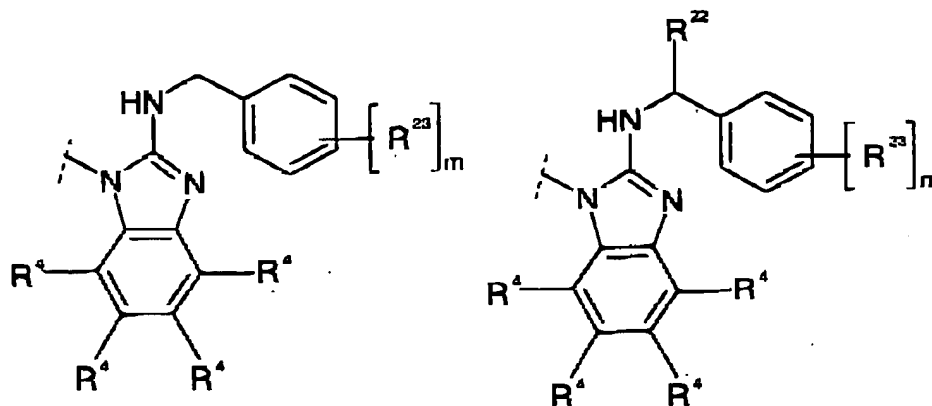
Each R¹⁷ is independently NR⁵R¹⁶, OR⁵, SR⁵; or halo; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵;

a
 NR^5R^5 ; NR^5R^6 ; COOR^5 ; NO_2 ; CN ; C(O)R^5 ; C(O)C(O)R^5 ; $\text{C(O)NR}^5\text{R}^5$; $\text{S(O)}_n\text{R}^5$; $\text{S(O)}_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C(O)NR}^5\text{R}^5$; $\text{NR}^5\text{C(O)C(O)R}^5$; $\text{NR}^5\text{C(O)R}^5$; $\text{NR}^5(\text{COOR}^5)$; $\text{NR}^5\text{C(O)R}^8$; $\text{NR}^5\text{S(O)}_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S(O)}_n\text{R}^5$; $\text{NR}^5\text{S(O)}_n\text{R}^8$; $\text{NR}^5\text{C(O)C(O)NR}^5\text{R}^5$; $\text{NR}^5\text{C(O)C(O)NR}^5\text{R}^6$; $\text{OC(O)NR}^5\text{R}^5$; $\text{OS(O)}_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S(O)}_n\text{OR}^5$; $\text{P(O)(OR}^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 , or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

18. The compound of claim 1 wherein,

Each R^1 is independently one of the following groups:



wherein m is 0, 1, 2, 3 or 4;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; OC(O)R^5 ; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; COOR^5 ; NO_2 ; CN ; C(O)R^5 ; C(O)C(O)R^5 ; $\text{C(O)NR}^5\text{R}^5$; $\text{S(O)}_n\text{R}^5$; $\text{S(O)}_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{C(O)NR}^5\text{R}^5$; $\text{NR}^5\text{C(O)C(O)R}^5$; $\text{NR}^5\text{C(O)R}^5$; $\text{NR}^5(\text{COOR}^5)$; $\text{NR}^5\text{C(O)R}^8$; $\text{NR}^5\text{S(O)}_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S(O)}_n\text{R}^5$; $\text{NR}^5\text{S(O)}_n\text{R}^8$; $\text{NR}^5\text{C(O)C(O)NR}^5\text{R}^5$; $\text{NR}^5\text{C(O)C(O)NR}^5\text{R}^6$; $\text{OC(O)NR}^5\text{R}^5$; $\text{OS(O)}_n\text{NR}^5\text{R}^5$; $\text{NR}^5\text{S(O)}_n\text{OR}^5$; $\text{P(O)(OR}^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 , or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

a' Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN, $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{13} , SR^{13} , $NR^{13}R^{13}$, $COOR^{13}$, NO_2 , CN, $C(O)R^{13}$, $C(O)NR^{13}R^{13}$, $NR^{13}C(O)R^{13}$, or $OC(O)R^{13}$;

Each R^{13} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN; or phenyl optionally substituted with halo, CF_3 , OR^{14} , SR^{14} , $NR^{14}R^{14}$, $COOR^{14}$, NO_2 , CN;

Each R^{14} is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

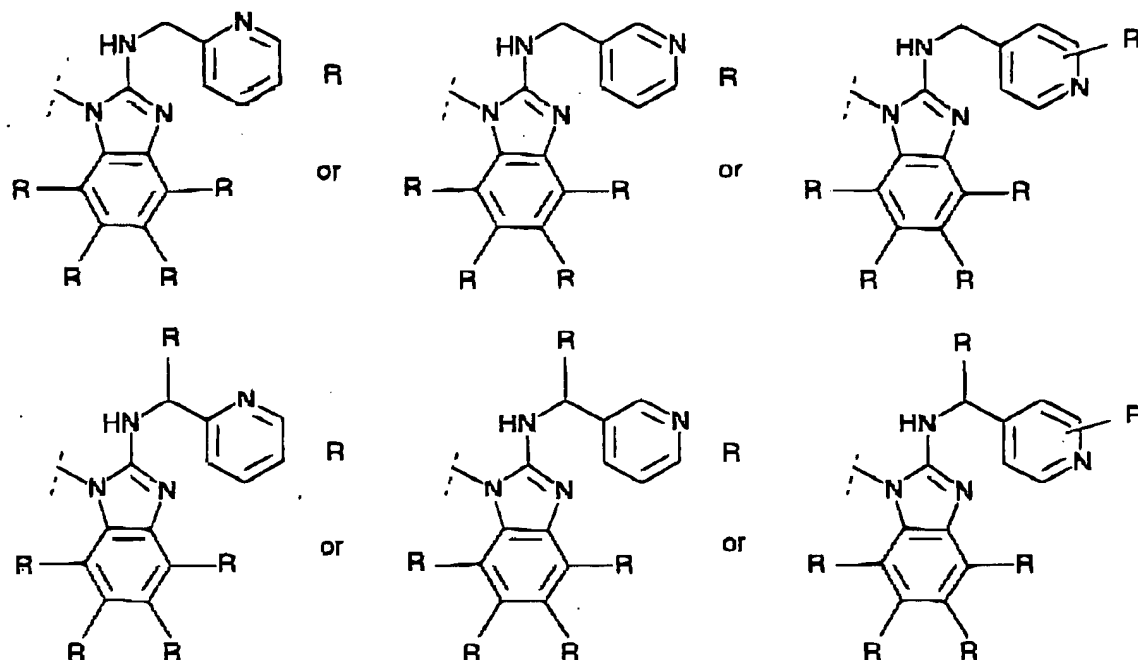
Each R^{16} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; $COOR^5$; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 , R^8 , or phenyl optionally substituted with substituted with 1-4 independent R^{23} ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^{22} is independently C2-C9 alkyl substituted with 1-2 independent aryl, R^7 , or R^8 ; and

Each R^{23} is independently selected from H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

19. The compound of claim 1 wherein,

Each R^1 is independently



wherein m is 0, 1, 2, 3 or 4;

Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 , or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 .

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$.

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

a' Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$, or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10

alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

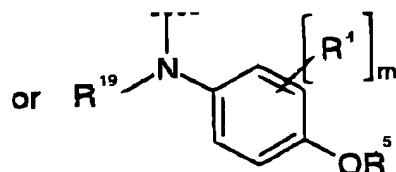
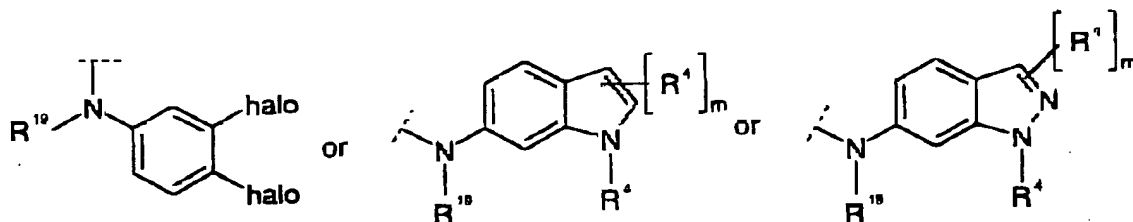
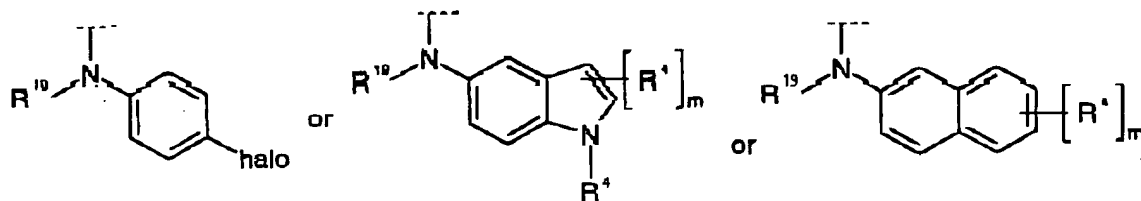
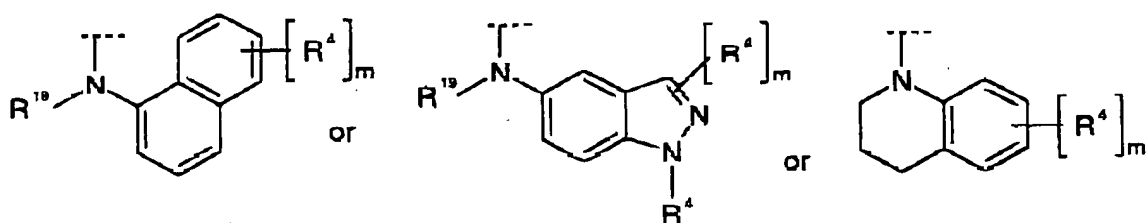
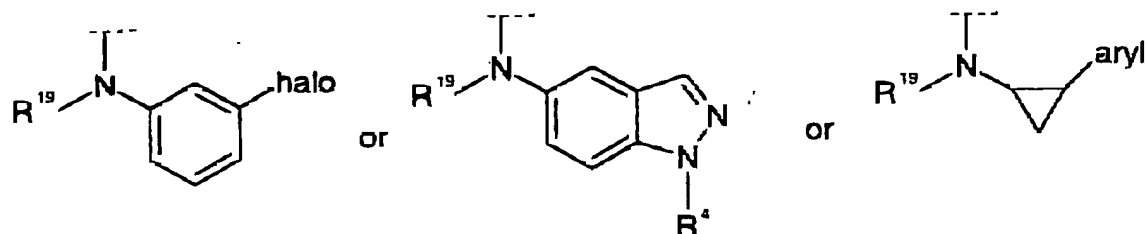
Each R²² is independently C2-C9 alkyl substituted with 1-2 independent aryl, R⁷, or R⁸;

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁸; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸; and

Each R²⁴ is independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁹; halo; sulfur; oxygen; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; NR⁶R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)NR⁵R⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)R⁹; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁹; C1-C10 alkyl substituted with 1-3 independent R⁷, R⁹ or aryl; or C2-C10 alkenyl substituted with 1-3 independent R⁷, R⁹ or aryl.

20. The compound of claim 1 wherein,

Each R^1 is independently one of the following:



wherein

Each halo is selected from fluoro, chloro, bromo and iodo;

a' Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$; or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be

substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF₃; haloalkyl; SR¹⁰; OR¹⁰; NR¹⁰R¹⁰; NR¹⁰R¹¹; NR¹¹R¹¹; COOR¹⁰; NO₂; CN; C(O)R¹⁰; S(O)_nR¹⁰; S(O)_nNR¹⁰R¹⁰; or C(O)NR¹⁰R¹⁰;

a' Each R¹⁰ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹², SR¹², NR¹²R¹², COOR¹², NO₂, CN, C(O)R¹², C(O)NR¹²R¹², NR¹²C(O)R¹², N(R¹²)(COOR¹²), S(O)_nNR¹²R¹², or OC(O)R¹²;

Each R¹¹ is independently C(O)R¹⁰, COOR¹⁰, C(O)NR¹⁰R¹⁰ or S(O)_nR¹⁰;

Each R¹² is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

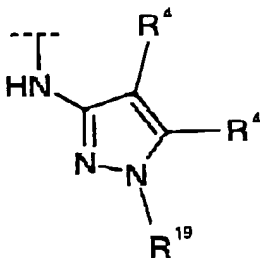
Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R¹⁹ is independently H or C1-C6 alkyl; and

Each R^{23} is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 .

21. The compound of claim 1 wherein,

Each R^1 is independently



Each R^4 is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^8 ; halo; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^5R^{16} ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nR^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)C(O)R^5$; $NR^5C(O)R^5$; $NR^5(COOR^5)$; $NR^5C(O)R^8$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^5$; $NR^5S(O)_nR^8$; $NR^5C(O)C(O)NR^5R^5$; $NR^5C(O)C(O)NR^5R^6$; $OC(O)NR^5R^5$; $OS(O)_nNR^5R^5$; $NR^5S(O)_nOR^5$; $P(O)(OR^5)_2$; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^8 ; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^8 ;

Each R^5 is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; haloalkyl; C1-C10 alkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; C3-C10 cycloalkyl substituted with 1-3 independent aryl, R^7 or R^9 groups; or C2-C10 alkenyl substituted with 1-3 independent aryl, R^7 or R^9 ;

Each R^6 is independently $C(O)R^5$, $COOR^5$, $C(O)NR^5R^5$, $C(=NR^5)NR^5R^5$, or $S(O)_nR^5$;

Each R^7 is independently halo, CF_3 , SR^{10} , OR^{10} , $OC(O)R^{10}$, $NR^{10}R^{10}$, $NR^{10}R^{11}$, $NR^{11}R^{11}$, $COOR^{10}$, NO_2 , CN , $C(O)R^{10}$, $OC(O)NR^{10}R^{10}$, $C(O)NR^{10}R^{10}$, $N(R^{10})C(O)R^{10}$, $N(R^{10})(COOR^{10})$, $S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nNR^{10}R^{10}$, $NR^{10}S(O)_nR^{10}$, or $P(O)(OR^5)_2$;

Each R^8 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2, 3 or 4 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R^9 ; halo; sulfur; oxygen; CF_3 ; SR^5 ; OR^5 ; $OC(O)R^5$; NR^5R^5 ; NR^5R^6 ; NR^6R^6 ; $COOR^5$; NO_2 ; CN ; $C(O)R^5$; $C(O)NR^5R^5$; $S(O)_nNR^5R^5$; $NR^5C(O)NR^5R^5$; $NR^5C(O)R^9$; $NR^5S(O)_nNR^5R^5$; $NR^5S(O)_nR^9$; C1-C10 alkyl substituted with 1-3 independent R^7 , R^9 or aryl; or C2-C10 alkenyl substituted with 1-3 independent R^7 , R^9 or aryl;

Each R^9 is independently a 3-8 membered monocyclic, 7-12 membered bicyclic, or 11-14 membered tricyclic ring system having 1-3 heteroatoms if monocyclic, 1-6 heteroatoms if bicyclic, or 1-9 heteroatoms if tricyclic, said heteroatoms independently selected from O, N, or S, which may be saturated or unsaturated, and wherein 0, 1, 2 or 3 atoms of each ring may be substituted by a substituent independently selected from C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; halo; sulfur; oxygen; CF_3 ; haloalkyl; SR^{10} ; OR^{10} ; $NR^{10}R^{10}$; $NR^{10}R^{11}$; $NR^{11}R^{11}$; $COOR^{10}$; NO_2 ; CN ; $C(O)R^{10}$; $S(O)_nR^{10}$; $S(O)_nNR^{10}R^{10}$; or $C(O)NR^{10}R^{10}$;

Each R^{10} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; haloalkyl; C1-C10 alkyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF_3 , OR^{12} , SR^{12} , $NR^{12}R^{12}$, $COOR^{12}$, NO_2 , CN , $C(O)R^{12}$, $C(O)NR^{12}R^{12}$, $NR^{12}C(O)R^{12}$, $N(R^{12})(COOR^{12})$, $S(O)_nNR^{12}R^{12}$, or $OC(O)R^{12}$;

Each R^{11} is independently $C(O)R^{10}$, $COOR^{10}$, $C(O)NR^{10}R^{10}$ or $S(O)_nR^{10}$;

Each R^{12} is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl substituted with 1-3 independent C2-

a' C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³; or phenyl optionally substituted with 1-3 independent C1-C10 alkyl, C2-C10 alkenyl, C2-C10 alkynyl, C3-C10 cycloalkyl, C4-C10 cycloalkenyl, halo, CF₃, OR¹³, SR¹³, NR¹³R¹³, COOR¹³, NO₂, CN, C(O)R¹³, C(O)NR¹³R¹³, NR¹³C(O)R¹³, or OC(O)R¹³;

Each R¹³ is independently H; C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; C1-C10 alkyl optionally substituted with halo, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN; or phenyl optionally substituted with halo, CF₃, OR¹⁴, SR¹⁴, NR¹⁴R¹⁴, COOR¹⁴, NO₂, CN;

Each R¹⁴ is independently H; C1-C10 alkyl; C3-C10 cycloalkyl or phenyl;

Each R¹⁶ is independently H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; COOR⁵; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷, R⁸, or phenyl optionally substituted with substituted with 1-4 independent R²³; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸;

Each R¹⁹ is independently H or C1-C6 alkyl; and

Each R²³ is independently selected from H, C1-C10 alkyl; C2-C10 alkenyl; C2-C10 alkynyl; C3-C10 cycloalkyl; C4-C10 cycloalkenyl; aryl; R⁸; halo; CF₃; SR⁵; OR⁵; OC(O)R⁵; NR⁵R⁵; NR⁵R⁶; COOR⁵; NO₂; CN; C(O)R⁵; C(O)C(O)R⁵; C(O)NR⁵R⁵; S(O)_nR⁵; S(O)_nNR⁵R⁵; NR⁵C(O)NR⁵R⁵; NR⁵C(O)C(O)R⁵; NR⁵C(O)R⁵; NR⁵(COOR⁵); NR⁵C(O)R⁶; NR⁵S(O)_nNR⁵R⁵; NR⁵S(O)_nR⁵; NR⁵S(O)_nR⁸; NR⁵C(O)C(O)NR⁵R⁵; NR⁵C(O)C(O)NR⁵R⁶; OC(O)NR⁵R⁵; OS(O)_nNR⁵R⁵; NR⁵S(O)_nOR⁵; P(O)(OR⁵)₂; C1-C10 alkyl substituted with 1-3 independent aryl, R⁷ or R⁸; or C2-C10 alkenyl substituted with 1-3 independent aryl, R⁷ or R⁸.

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24. A method of treating kinase-mediated disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

25. A method of inhibiting kinase activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

26. A method of treating disease or disease symptoms in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.

27. A method of inhibiting angiogenesis or vasculogenesis activity in a mammal comprising administration of a composition comprising an effective amount of a compound of any of claims 1-21.
